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COUNSEL FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	Hearing: August 18, 2004 @1:15 p.m.

**AGENDA FOR HEARINGS ON AUGUST 18, 2004 @1:15 p.m.**

TO THE HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on August 18, 2004 @1:15 p.m. as follows:

**A.            Matter:            Motion to Reject Leases Pursuant to §365(a) (Store Nos. 260 and 270 Dublin and Driscoll, Texas)**

Docket Item No.:        782  
Response deadline:    August 9, 2004  
Status of the matter:    Going forward. See draft order attached.

**Related Documents:**

1.        Notice of Hearing *filed by Debtor* [Docket Item #785].

2. Limited Response to Motion to Reject Leases Pursuant to §365(a) (Store Nos. 260 and 270 Dublin and Driscoll, Texas *filed by Nu-Way Oil Corporation and Economy Oil Company* [Docket Item #805].
3. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**B.        Matter:        Motion for Order: (1) Authorizing Debtor to Abandon Equipment Located at 3302 Fairlane, Borger, Texas**

Docket Item No.:        783  
Response deadline:    August 9, 2004  
Status of the matter:   No objections.    Going forward.    See draft order attached.

Related Documents:

1.        Notice of hearing *filed by Debtor* [Docket Item #786].
2.        Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**C.        Matter:        Motion for Order: (1) Authorizing Debtor to Abandon Equipment Located at 2343 Hwy. 69 South Lumberton, TX 77657**

Docket Item No.:        784  
Response deadline:    August 9, 2004  
Status of the matter:   No objections.    Going forward.    See draft order attached.

Related Documents:

1.        Notice of hearing *filed by Debtor* [Docket Item #787]
2.        Limited Response to Motion for Order: (1) Authorizing Debtor to Abandon Equipment Located at 2343 Hwy 69 South, Lumberton, TX 77657 [Docket Item #810].
3.        Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**D.        Matter:        Second Interim Application for Allowance of Attorney's Fees, Costs, and Expenses for Bodoin, Burnside, Burge & Agnew, P.C.**

Docket Item No.: 788  
Response deadline: August 12, 2004  
Status of the matter: No objections. Going forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #798]
2. Notice of Motions for Professional Fees [Docket Item #802].
3. Notice of Submission of Appendix B - Fee Application Cover [Docket Item #835].
4. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**E.            Matter:        **Second Interim Fee Application of Counsel for the Debtor  
(Colvin & Petrocchi, L.L.P.)****

Docket Item No.: 792  
Response deadline: August 13, 2004  
Status of the matter: No objections. Going forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #793].
2. Notice of Motions for Professional Fees [Docket Item #802].
3. Appendix B Fee Application Cover Sheet [Docket Item #807].
4. Supplemental Bankruptcy Rule 2016(b) Statement [Docket Item #842].
5. Supplemental Bankruptcy Rule 2016(b) Statement [Docket Item #851].
6. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**F.            Matter:        **Application of William W. Thompson, III for Pro Hac Vice Admission****

Docket Item No.: 794  
Response deadline: August 4, 2004  
Status of the matter: No objections. Going forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #795].
2. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**G.            Matter:        **First Interim Fee Application of Counsel for the Debtor  
(William W. Thompson, III)****

Docket Item No.: 796  
Response deadline: August 4, 2004  
Status of the matter: No objections. Going forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #797].
2. Notice of Motions for Professional Fees [Docket Item #802].
3. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**H.            Matter:        **Second Application for Interim Court Approval and Allowance  
of Compensation and Reimbursement of Expenses for the Law  
Offices of Jay E. Reedy****

Docket Item No.: 799  
Response deadline: August 13, 2004  
Status of the matter: No objections. Going forward. See draft order attached.

Related Documents:

1. Notice of hearing *filed by Debtor* [Docket Item #800 ].
2. Supplemental Bankruptcy Rule 2016(b) Statement *filed by Jay E. Reedy* [Docket Item #801].

3. Notice of Motions for Professional Fees [Docket Item #802].
4. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**I.            Matter:        **Second Interim Joint Fee Application for Gardere Wynne Sewell LLP and Whiteford, Taylor & Preston, LLP****

Docket Item No.:        **803**  
Response deadline:    August 13, 2004  
Status of the matter:   No. objection. Going forward.

Related Documents:

1. Notice of hearing [Docket Item #808]
2. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**J.            Matter:        **Second Application for Compensation for KPMG, LLP, Financial Advisor****

Docket Item No.:        **804**  
Response deadline:    August 13, 2004  
Status of the matter:   No. objection. Going forward.

Related Documents:

1. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**K.            Matter:        **Second Motion to Borrow Funds From Subsidiary FFP Fuels, LP****

Docket Item No.:        **811**  
Response deadline:    August 16, 2004  
Status of the matter:   Going forward. See draft order attached.

Related Documents:

1. Notice of Hearing [Docket Item #813].
2. GMAC Commercial Mortgage Corporation's Objection to Debtor's Second Motion to Borrow Funds From Subsidiary FFP Fuels, LP. [Docket item #828].

3. Objection to Second Motion to Borrow Funds from Subsidiary FFP Fuels, LP *filed by Creditor Long Lane Master Trust IV* [Docket Item #863].
4. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**L.            Matter:        Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 1205 S. Falfurrias (1205 Hwy. 281 South), Alice, Jim Wells County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. 363(f).**

Docket Item No.:        **816**  
Response deadline:     August 16, 2004  
Status of the matter:    Going forward. See draft order attached.

Related Documents:

1. Notice of Hearing [Docket Item #824].
2. Limited Objection by Delp & Harvison Investments to Debtor's Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 1205 S. Falfurrias, Alice, Jim Wells County, Texas, and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §365(F) [Docket Item #843].
3. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**M.            Matter:        Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 716 Moore Avenue, Portland, Texas; and (2) Approving, Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. 363(f)**

Docket Item No.:        **817**  
Response deadline:     August 16, 2004  
Status of the matter:    Going forward.

Related Documents:

1. Notice of Hearing [Docket Item #822].
2. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**N.            Matter:        Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 908 College Avenue, Bastrop, Bastrop County, Texas;**

**and (2) Approving Such Sale Free and Clear of Liens Pursuant  
to 11 U.S.C. 363(f)**

Docket Item No.:       **818**  
Response deadline:   August 16, 2004  
Status of the matter:   Going forward. See draft order attached.

Related Documents:

1.     Notice of Hearing [Docket Item #823].
2.     Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**O.           Matter:       **Second Application for Interim Court Approval and Allowance  
of the Compensation and Reimbursement of Expenses of Hill,  
Gilstrap****

Docket Item No.:       **819**  
Response deadline:   August 16, 2004  
Status of the matter:   Going forward.

Related Documents:

1.     Notice of hearing [Docket Item #820].
2.     Notice of Motion of Hill Gilstrap, PC for Professional Fees [Docket  
Item #821]
3.     Notice of hearing [Docket Item #834].
4.     Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**P.           Matter:       **Expedited Motion to Further Extend Exclusivity****

Docket Item No.:       **848**  
Response deadline:   N/A  
Status of the matter:   Debtor will request matter be considered. An  
agreement has been reached with the Official Committee of Unsecured  
Creditors, Long Lane Master Trust IV, MTGLQ Investors, LP, and GMAC  
Commercial Mortgage Corporation subject to documentation. An order  
will be submitted to the court when the form of the order is agreed.

Related Documents:

1. Motion for Setting and Request for Expedited Hearing [Docket Item #849].
2. Notice of Hearing on the Debtor's Expedited Motion to Further Extend Exclusivity [Docket Item #850].
3. Witness and Exhibit List filed by *Debtor* [Docket Item #859].

**COLVIN & PETROCCHI, L.L.P.**

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**COUNSEL FOR FFP OPERATING  
PARTNERS, LP**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 16th day of August, 2004 he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark J. Petrocchi  
Mark J. Petrocchi



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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR	§	
	§	

**ORDER GRANTING MOTION TO REJECT LEASE**  
**AT STORE NOS. 260 AND 270 DUBLIN AND DRISCOLL, TEXAS**

CAME ON FOR CONSIDERATION the Motion to Reject Leases Pursuant to § 365(a) (Store Nos. 260 and 270 Dublin and Driscoll, Texas), ("Motion") [Docket Item #782]. The court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and § 1334. The court finds that this is a core proceeding pursuant to 28 U.S.C. §157. The court finds that this matter is governed primarily by 11 U.S.C. § 365(a). After reviewing the Motion and the representations made by counsel in open court, together with the proffer of evidence, the court is of the opinion that the relief requested should be granted. It is therefore

ORDERED that the Debtor be and is hereby authorized to reject the lease of the non-residential real property referred to as Store Nos. 260 and 270 Dublin and Driscoll, Texas, by

and between Nu Way Energy Corporation and FFP Properties, L.P. at 260 Dublin, Texas, and Economy Oil Company and FFP Properties, L.P. at 270 Driscoll, Texas. Such rejection shall be effective as of August 31, 2004.

IT IS FURTHER ORDERED that any and all landlords (the "Landlords") of any of the leased properties described above (the "Rejected Properties"), are authroized to take possession of any of the Rejected Proeptries at any time after August 31, 2004 (the "Rejection Date"). The automatic stay pursuant to §362 of the Bankruptcy Code is hereby modified as of the Rejection Date to the extent applicable to any of the Rejected Properties to allow the respective Landlords to take possession of any of the Rejected Properties, and for the purpose of allowing any of the Landlords to terminate or to confirm the termination of the respective leases by sending notice as required by any of the leases, applicable law or any other document. The entry of this Order is without prejudice to the rights of any of the landlords to continue to lease any of the Rejected Properties to a third party, including a sub-tenant, if applicable.

### End of Order ###

Prepared by:  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR  
TO ABANDON EQUIPMENT LOCATED AT  
3302 FAIRLANE, BORGER, TEXAS**

Came on for hearing on August 18, 2004 the Motion for Order: (1) Authorizing Debtor to Abandon Equipment located at 3302 Fairlane, Borger, Texas, and the court having considered the announcements made in open court, the proffer of evidence and the arguments of counsel, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED that pursuant to §554 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to abandon the below described equipment located at 3302 Fairlane, Borger Texas. The assets to be abandoned are the following:

## FFP EQUIPMENT

**FFP #: 5147**

#	Equipment Description	Model #	Serial #
1	Manitowoc Ice Maker	0371	
1	3' Desk and 1 Chair		
1	4' 3 Compartment Stainless Steel Sink		
1	2' Mop Sink		
1	Hand Sink		
1	Chester Fried (broken)		
1	Sharp Cash Register	ER-A 330	18248983
1	Texas Instruments Calculator		
1	4' Merco Hot Deli Case		
1	2 ½' Cold Sandwich Case		
1	Bunn Cappuccino Machine	HC-3-55	HC00004338
1	Bunn Coffee Maker – 3 Burner	CWTF-15	5465913
1	Sharp Carousel Microwave Oven (broken)	R-200BK	201153
1	12 Door Walk-In Cooler		
1	2' 1 Door True Up-Right Freezer	GDM-23F	663544
1	6' Ice Cream Freezer	Kelvinator	4-2409
96'	Shelving		
4	4' Candy Racks		
2	Windshield Service Centers		
2	Fire Extinguishers		
1	Range Guard (Wet Chemical) Fire Extinguisher		
1	2 Door Ice Merchandiser	Starrett	
1	Trash Can (outside)		
1	Taylor I.D. Sign		
1	5' Ladder		
1	Mop Bucket & Wringer		
1	2' Step Stool		
1	Brother IntelliFax Machine	775	
1	Canon Calculator	Canon	P100-
1	Aerolater	ACW	61 L4
1	Deli Walk-In Freezer		
1	Allied Gary Safe		
1	Gilbarco Gas Console	PA01320001	BH-3559-K
4	Gilbarco Gas Pumps	RAC6921A	CW 0004 C
		RAC6921A	BW 0090 C
		RAC6921A	BW 091 C
		RAC6921A	CW 0005 C
			55106C 0489
1	4,000 gallon UST		
1	6,000 gallon UST		
1	8,000 gallon UST		
	Cathodic Protection System		
1	Canopy		



The property described above shall be referred to herein as the "Property."

IT IS FURTHER ORDERED that any asset not belonging to the Debtor, including any assets owned by the landlord, or any other party, shall be abandoned to any third party by this order.

IT IS FURTHER ORDERED that this Order shall not affect the validity or priority of any lien against the Property.

SIGNED this \_\_\_\_ day of August, 2004.

---

BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE

Prepared by:

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR  
TO ABANDON EQUIPMENT LOCATED AT  
2343 HWY. 69 SOUTH LUMBERTON, TX 77657**

Came on for hearing on August 18, 2004 the Motion for Order: (1) Authorizing Debtor to Abandon Equipment located at 2343 Hwy. 69, South Lumberton, Texas, and the court having considered the limited response filed by Creditor Associated Investment Group [Docket Item #810], the announcements made in open court, the proffer of evidence and the arguments of counsel, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED that pursuant to §554 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to abandon the below described equipment located at

2343 Hwy. 69, South Lumberton, Texas 77657. The assets to be abandoned are the following:

**EQUIPMENT LIST  
FFP OPERATING PARTNERS, L.P. OWNED**

#	Equipment Description	Model #	Serial #
1	Cash Register Samsung	ER-4940	DA3200717
1	Tidell Safe	TAACIR	63353
1	Uniden Phone	940032315	
1	Manitowic Ice Machine	QDO492N	1010762650
1	Brooster deep well Fryer	1800	SE8F882581
1	Vent Hood (4 ft)		
1	Merco 4 ft Deli Hot Box	122045P	
1	Cooper Cold Box	781	600822
1	Sentry fire extinguisher		161248
1	Sentry fire extinguisher		NH552315
1	Husmann 8 Door Cooler		
1	Husmann Condensing Unit		8100 0419
1	Emerson Microwave Oven		MW8985W
1	General Electric air Unit	BWR960	A3-241559918
1	Air Conditioner Condenser	AC/295A	880399334
1	Rheem Hot Water Heater		81V90D
59	4 foot sections of shelving		
1	Chest Freezer	MFC15M4FW2	WVO1502622
1	Nacho Machine	Sierra	011652
1	Blue Bell Ice Cream Box	L130A	00000064
3	4 foot candy racks		
1	Desk		
1	Black 2-door cabinet		
1	Brown 2-door cabinet		
1	Chair		
1	Left counter		
1	15ft Counter		
1	3-Compartment Stainless Steel Sink		
1	Handwashing sink		
1	4 foot prep table		
1	Electric skillet		
3	Stainless Steel trays		
1	Monitor 12 inch	EXXI's	
3	Cameras		
1	VCR	Hitachi	VTRM795A
1	Canopy 25 x 50 (front side Hwy. side)		
1	Canopy 50 X50 (back side)		
14	Tokheim Dispensers (1 dual, 12 singles)		
1	Tokheim 179 Gas Console	Tokheim	42276
1	Tokheim 179 Printer		095-17607214
3	10,000 gal USTS		
2	12,000 gal USTS		

1	8,000 gal USTS		
2	Diesel Satellites		
6	Incon Probes		

The assets described in the paragraph above shall be referred to herein as the "Property."

IT IS FURTHER ORDERED that any asset not belonging to the Debtor, including any assets owned by the landlord, or any other party, shall be abandoned to any third party by this order.

IT IS FURTHER ORDERED that this order shall not affect the validity or priority of any lien against the Property.

SIGNED this \_\_\_\_\_ day of August, 2004.

\_\_\_\_\_  
BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:

FFP OPERATING PARTNERS, LP

DEBTOR.

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CASE NO. 03-90171-BJH-11  
(CHAPTER 11)

HEARING SCHEDULED:  
August 18, 2004 @1:15 p.m.

**ORDER ALLOWING SECOND INTERIM FEE APPLICATION**  
**FOR ALLOWANCE OF ATTORNEY'S FEES, COSTS,**  
**EXPENSES FOR BODOIN, BURNSIDE, BURGE & AGNEW, P.C.**

At Fort Worth, Texas in said district, came on for consideration the Second Interim Fee Application for Allowance of Attorney's Fees, Costs, Expenses for Bodoïn, Burnside, Burge & Agnew, P.C. (Docket Item #788), after considering the documents on file with the Court, the court finds that such application should be granted as set forth below:

IT IS ORDERED that the Second Interim Fee Application for Allowance of Attorney's Fees, Costs, Expenses for Bodoïn, Burnside, Burge & Agnew be granted in the amount of \$42,364.75 for professional fees and \$2,490.39 for expenses for a total of \$44,855.14. The Debtor is authorized to pay the remaining balance of unpaid fees

incurred by Applicant on behalf of the Debtor for the period ending May 31, 2004, totaling \$8,472.95.

IT IS FURTHER ORDERED that the fees and expenses allowed above are approved on an interim basis subject to the Court's review, reconsideration, and approval upon the submission of the Applicant's final application for allowance of attorneys' fees, costs, and expenses.

IT IS FURTHER ORDERED that FFP Operating Partners, LP be and is hereby authorized to pay to Bodoyn, Burnside, Burge & Agnew, P.C. all sums which have not been previously funded.

### End of Order ###

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:

FFP OPERATING PARTNERS, LP

DEBTOR.

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CASE NO. 03-90171-BJH-11  
(CHAPTER 11)

HEARING SCHEDULED:  
August 18, 2004 @1:15 p.m.

**ORDER ALLOWING SECOND INTERIM FEE APPLICATION**  
**OF COUNSEL FOR THE DEBTOR**

At Fort Worth, Texas in said district, came on for consideration the Second Interim Fee Application of Counsel for the Debtor (Docket Item No. 792), for allowance of compensation and reimbursement of expenses, filed by Colvin & Petrocchi, L.L.P., after considering the documents on file with the Court, the court finds that such application should be granted as set forth below:

IT IS ORDERED that the Second Interim Fee Application of Counsel for the Debtor for allowance of compensation and reimbursement of expenses be granted in the amount of \$147,400.00 for professional fees and \$4,588.33 for expenses for a total of \$151,988.33.

IT IS FURTHER ORDERED that the fees and expenses allowed above are approved on an interim basis subject to the Court's review, reconsideration, and approval upon the submission of the Applicant's final application for allowance of attorneys' fees, costs, and expenses.

IT IS FURTHER ORDERED that FFP Operating Partners, LP be and is hereby authorized to pay to Colvin & Petrocchi, L.L.P. all sums which have not been previously funded, or Colvin & Petrocchi, L.L.P. may draw such amount as is approved but not funded from its retainer.

### End of Order ###

Prepared by:

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ATTORNEYS FOR THE DEBTOR



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11
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FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR	§	

**ORDER FOR ADMISSION PRO HAC VICE**

The Court has considered the Application of William W. Thompson, III for *pro hac vice* admission as counsel for FFP Operating Partners, L.P. in the above-captioned case and having considered the Application, the Court finds that it is proper in all respects, it is therefore,

ORDERED that William W. Thompson, III is admitted pro hac vice to act as counsel for FFP Operating Partners, L.P. in the above-captioned case; it is further,

ORDERED, that this order shall not be considered admission to practice generally before this Court or the United States District Court for the Northern District of Texas.

### END OF ORDER ###

Prepared by:

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:

FFP OPERATING PARTNERS, LP

DEBTOR.

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CASE NO. 03-90171-BJH-11  
(CHAPTER 11)

HEARING SCHEDULED:  
August 18, 2004 @1:15 p.m.

**ORDER ALLOWING FIRST INTERIM FEE APPLICATION**  
**OF COUNSEL FOR THE DEBTOR**  
**(WILLIAM W. THOMPSON, III)**

At Fort Worth, Texas in said district, came on for consideration the First Interim Fee Application of Counsel filed by William W. Thompson, III (Docket Item No. 796), after considering the documents on file with the Court, the court finds that such application should be granted as set forth below:

IT IS ORDERED that the First Interim Fee Application of Counsel for the Debtor be granted in the amount of \$17,337.01 for professional fees and \$2,164.58 for expenses for a total of \$19,501.59.

IT IS FURTHER ORDERED that the fees and expenses allowed above are approved on an interim basis subject to the Court's review, reconsideration, and approval

upon the submission of the Applicant's final application for allowance of attorneys' fees, costs, and expenses.

IT IS FURTHER ORDERED that FFP Operating Partners, LP be and is hereby authorized to pay to Grissom & Thompson, L.L.P. all sums which have not been previously funded.

### End of Order ###

Prepared by:

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ATTORNEYS FOR THE DEBTOR

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:

FFP OPERATING PARTNERS, LP

DEBTOR.

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CASE NO. 03-90171-BJH-11  
(CHAPTER 11)

HEARING SCHEDULED:  
August 18, 2004 @1:15 p.m.

**ORDER ALLOWING SECOND APPLICATION FOR INTERIM COURT  
APPROVAL AND ALLOWANCE OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR THE LAW OFFICES OF JAY E. REEDY**

At Fort Worth, Texas in said district, came on for consideration the Second Application for Interim Court Approval and Allowance of Compensation and Reimbursement of Expenses for the Law Offices of Jay E. Reedy (Docket Item #799) after considering the documents on file with the Court, the court finds that such application should be granted as set forth below:

IT IS ORDERED that the Second Application for Interim Court Approval and Allowance of Compensation and Reimbursement of Expenses for the Law Offices of Jay E. Reedy be granted in the amount of \$3,316.50 for professional fees and \$403.97 for expenses for a total of \$3,720.47.

IT IS FURTHER ORDERED that the fees and expenses allowed above are approved on an interim basis subject to the Court's review, reconsideration, and approval upon the submission of the Applicant's final application for allowance of attorneys' fees, costs, and expenses.

IT IS FURTHER ORDERED that FFP Operating Partners, LP be and is hereby authorized to pay to the Law Offices of Jay E. Reedy all sums which have not been previously funded.

### End of Order ###

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR.	§	

**ORDER GRANTING SECOND MOTION TO BORROW  
FUNDS FROM SUBSIDIARY FFP FUELS, LP**

Came on for hearing on August 18, 2004, the Second Motion to Borrow Funds from Subsidiary FFP Fuels, LP, (Docket Item #811), (the "Motion"), filed by FFP Operating Partners, LP, and the court having considered the Motion, the court was of the opinion that the relief requested as modified herein should be granted consistent with the following paragraphs. The Court makes the following findings:

ORDERED that the Debtor is authorized to borrow funds from its subsidiary FFP Fuels, LP consistent with the terms, conditions, and restrictions set forth herein (the "Credit Facility"). The available line of credit under the Credit Facility shall not exceed \$600,000. The Credit Facility shall be evidenced by a promissory note (the "Promissory Note"). The terms of the Promissory Note shall be consistent with the terms, conditions, and restrictions set forth in this order. The Promissory Note shall accrue interest at a rate equal to 1.5% over the *Wall Street Journal* published prime rate of interest effective on the date that the Promissory Note is executed. The interest rate shall be revised on the

first day of each calendar quarter, or the next business day thereafter, if the first day of the calendar quarter is a holiday or weekend.

IT IS FURTHER ORDERED that accrued interest shall be paid monthly on the first day of each month. The Debtor shall repay the obligation as soon as practicable, but not later than 30 days after the Debtor borrows funds under the Credit Facility. On the thirtieth (30th) day after each borrowing event under the Credit Facility, all principal then outstanding and any accrued, but unpaid interest, shall become due and owing.

IT IS FURTHER ORDERED that any obligations of the Debtor arising under the Promissory Note shall not be secured by any property of the estate of the Debtor or otherwise.

IT IS FURTHER ORDERED that the Debtor shall only be entitled to borrow funds under the Credit Facility in order to purchase inventory. It is therefore

ORDERED that the Debtor is authorized to borrow funds under the Credit Facility on the second business day after service by email of a notice of intent to borrow under the Credit Facility (the "Notice of Intent") provided to the Official Committee of Unsecured Creditors, GMAC Commercial Mortgage Corporation, Servicer for FMAC Loan Receivables Trust 1998-C and FMAC Loan Receivables Trust 2000-A, Long Lane Master Trust IV, MTGLQ Investors, L.P., and Banco Popular (collectively the "Notice Parties"). The Notice of Intent shall be a verified statement, which shall include the following: (a) the Debtor's cash balance as of the day prior to delivery of the Notice of Intent, (b) an estimate of the Debtor's cash balance at the time of borrowing, (c) a statement that there is not sufficient cash available for the purchase of inventory; (d) the total amount to be borrowed, and (e) a description of the use of the funds to be borrowed.



The Credit Facility shall remain open for sixty (60) days from the date of the entry of this order. Immediately upon the execution of this order, the Debtor is authorized to borrow pursuant to the Credit Facility; provided that the Debtor complies with the procedures relating to the provisions of the Notice of Intent.

IT IS FURTHER ORDERED that the Debtor or any other party in interest may request an order from the Court authorizing the use of funds available under the Credit Facility for purposes other than those stated herein. Nothing in this order shall prohibit any party in interest from seeking a termination of the Credit Facility or from opposing any future requests to borrow under the Credit Facility or pursuant to any other borrowing mechanism.

IT IS FURTHER ORDERED that upon the repayment of any funds borrowed under the Credit Facility, the Debtor shall promptly provide the Notice Parties with evidence of the date such funds were repaid and the amount that was repaid.

IT IS FURTHER ORDERED that in the event of a default and the repayment of the obligation under the terms of the Credit Facility, then the Debtor's exclusivity period shall end; provided that the Debtor shall be provided ten (10) days to cure the default. If the Debtor cures such default, the Debtor's exclusive period shall not be terminated pursuant to this Order.

IT IS FURTHER ORDERED that nothing in this order shall expand the authority of the Debtor to use cash collateral. The Debtor shall not use any of the proceeds of any borrowing to perform capital improvements without further order of this court.

### End of Order ###

Prepared by:

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FFP OPERATING PARTNERS, LP

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE: § CHAPTER 11 PROCEEDING  
§  
FFP OPERATING PARTNERS, LP § CASE NO. 03-90171-BJH-11  
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DEBTOR, §

**ORDER AUTHORIZING DEBTOR TO SELL EQUIPMENT LOCATED AT 1205 S.  
FALFURRIAS (1205 HWY. 281 SOUTH), ALICE, JIM WELLS COUNTY, TEXAS; AND  
(2) APPROVING SUCH SALE FREE AND CLEAR OF LIENS,  
CLAIMS AND ENCUMBRANCES**

CAME ON FOR HEARING on August 18, 2004, the Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 1205 S. Falfurrias (1205 Hwy. 281 South), Alice, Jim Wells County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. § 363(F) ("Motion") (Docket Item 816), and the court having received and considered the announcements made in open court, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED, that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment as follows:

**FFP OWNED EQUIPMENT LIST**

<b>#</b>	<b>Equipment Description</b>	<b>Model #</b>	<b>Serial #</b>
1	APOLLO FREEZER	RHCAB65	87297595
1	WORLD HAND DRYER	A	657930
1	WORLD HAND DRYER	A	487459
1	BROTHER FAX MACHINE		US6360F99227821
1	TIDEL SAFE	TACCII	23742
1	CASH REGISTER	MA290	3A201795
1	ICE MERCHANDISER	602SA33MS	JJA0261
1	12 DOOR WALK IN COOLER		
1	NACHO CHEESE DISPENSER	HOT TOP 2	HT20136814
1	SURVEILLANCE CAMERA	FC62C	7C025341
1	SURVEILLANCE CAMERA	FC62C	7C025342
1	SURVEILLANCE CAMERA	FC62C	7C025343
1	SURVEILLANCE CAMERA	FC62C	7C025346
1	CASH REGISTER	MA290	4Y200207
1	DELI HOT BOX		
1	TAAC II TIDEL SAFE		00045601
1	MITISHI 24 LAPS VCR	IF5SNW	3338640
1	APPRO B/W QUAD	F10-8102	F108100
1	PANASONIC MICROWAVE	65387	
1	1 DOOR REACH IN COOLER	UCMT3079	523376K86
1	2 COMPARTMENT SINK		
1	COLLETRAL MATIC WINSTON	OF49T01SM	27524
1	WINSTON FRYER CLEANER	F552C02RE	5662
1	6 FT. STAINLESS TABLE		
1	8 FT. STAINLESS TABLE		
1	3 FT. STAINLESS TABLE		
1	8 FT. GONDOLAS		
1	6 FT. KELVINATOR COLD BOX		
22	4 FT. SHELVES		
1	ICE-O-MATIC ICE MAKER		
1	RUSSELL COOLER UNIT		
2	GILBARCO TRANSAC II CONSOLES		
4	GILBARCO SINGLE HOSE DISPENSERS AC-4921		
4	GILBARCO DUEL HOSE ACC-921		
4	GILBARCO SINGLE HOSE AC 4942		
3	10,027 GAL.UNDERGROUND STORAGE TANKS		
1	20,695 GAL. UNDERGROUND STORAGE TANK		
2	8,022 GAL. UNDERGROUND STORAGE TANKS		
6	PTM PROBES (NOT WORKING)		
2	CANOPYS		

ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds. It is further,

ORDERED, that the Debtor may sell the assets described in this Order to Young H. Oh, Inc. for \$5,366.00. It is further,

ORDERED, that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order. It is further,

ORDERED, that the Debtor be and is hereby authorized and directed to pay any and all ad valorem taxes due at the time of the sale, but in no case more than the amount of proceeds generated from the sale. The sale shall be subject to year 2004 taxes.

### END OF ORDER ###

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR**  
**TO SELL EQUIPMENT LOCATED AT 716 MOORE AVENUE,**  
**PORTLAND, TEXAS**  
**FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Came on for consideration the Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 716 Moore Avenue, Portland, Texas, and (2) Approving Such Sale, Free and Clear of Liens Pursuant to 11 U.S.C. §363(f), (the "Motion") (Docket Item #817), and the court having received no objection to the motion, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED that pursuant to §363(b) of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the interest of the Debtor the below described equipment located 716 Moore Avenue, Portland, Texas, owned by the Debtor as more fully described in the Motion to NNS Enterprises, Inc., for a purchase price of \$3,000 (the "Proceeds").

### FFP EQUIPMENT

#	Equipment Description	Model #	Serial #
1	Ice Maker Hoshzaki	KM13000RF	H10154H
1	Refrigerator	RHC 45	87293872
1	Freezer	RHCAD65	87293882
1	Ice Cream Box	516791	2493682
1	Register	MA290	3A201790
1	Lazer Wizard		15725963
1	Lazer Wizard Printer	HL1260	F59263469
1	Coffee Maker	120A	1568
1	Coffee Grinder	05800-001	283688
1	Register	Royal 215NX	40335138
1	Deep Fryer	NSF	D036366
1	Cappuccino Machine	PC2101001	10267660
1	3 Compartment Sink	Terrel	
1	Tidell Safe	TACC11R	44455
1	10 Door Cooler	Masterbuilt	
1	Hot Water Heater	CV301S6S4R	K89460832
1	Air Machine	309	2750
1	Brinks Safe		
8	Gondolas 4' shelf (Front and Bank and one side doesn't have any shelving)		
1	Overhead Ventahood 6'		
1	Slush Machine		
1	Microwave		
1	Tokheim console		
2	Tokheim 333B dispensers		
3	10,000 gallon underground storage tanks		
	Probes		
1	Canopy		

It is further,

ORDERED that pursuant to §363(f) of the Bankruptcy Code, the assets sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest") except as provided herein, with any such interest attaching to the sale Proceeds. The Debtor shall have authority to pay ad valorem tax liens for the year 2003 in the amount of \$1,714.82 if paid by August 31, 2004. The sale of these assets shall not be free of ad valorem tax liens for the year 2004. It is further,

ORDERED that any asset not belonging to the Debtor, including any assets owned by the landlord, or any other party, shall not be conveyed or assigned by this order; it is further

ORDERED that notwithstanding anything to the contrary in any purchase agreement or this 363 Order, nothing in any such agreement or this 363 Order (i) releases or nullifies any liability to the Texas Commission on Environmental Quality (TCEQ) [formally known as the TNRCC] under statutes or regulations to which any purchaser(s) or assignee would be subject as the owner or operator of the underground storage tanks ("Tanks" after the date of entry of this Order, just as if this sale had taken place outside bankruptcy, (ii) modifies the obligations that any entity which is the owner or operator of the Tanks after the date of entry of this Order has to comply with applicable regulations and statutes concerning the Tanks, or (iii) impairs or restricts the TCEQ's ability to pursue all of its rights and remedies in state court against any entity which is the owner or operator of the Tanks after the date of entry of this Order.

### End of Order ###

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

**ORDER AUTHORIZING DEBTOR TO SELL EQUIPMENT LOCATED AT 908  
COLLEGE AVENUE, BASTROP, BASTROP COUNTY, TEXAS; AND (2) APPROVING  
SUCH SALE FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

CAME ON FOR HEARING on August 18, 2004, the Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at 908 College Avenue, Bastrop, Bastrop County, Texas; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. § 363(F) ("Motion") (Docket Item #818), and the court having received and considered the announcements made in open court, was of the opinion that the relief requested should be granted. It is therefore hereby

ORDERED, that pursuant to §363 of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the equipment as follows:

### FFP OWNED EQUIPMENT LIST

#	Equipment Description	Model #	Serial #
1	Gilbarco Trans AC 12C console		
1	Gilbarco MPD	AK 1220	CA015771
1	Canopy		
2	Incon Probes		
1	4,000 gallon underground storage tank		
1	6,000 gallon underground storage tank		

ORDERED, that pursuant to §363(f) of the Bankruptcy Code, the equipment sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest"), with any such Interest attaching to the sale Proceeds. It is further,

ORDERED, that the Debtor may sell the assets described in this Order to Lisa Welch dba C & G Grocery for \$2,000.00. It is further,

ORDERED, that any asset not belonging to the Debtor, including any assets owned by any third party, shall not be conveyed or assigned by this order. It is further,

ORDERED, that the Debtor be and is hereby authorized and directed to pay any and all ad valorem taxes due at the time of the sale, in the amount of \$737.40 for 2003 taxes and \$217.01 for a portion of the 2004 taxes, but in no case more than the amount of proceeds generated from the sale. The sale shall be subject to the balance of the 2004 taxes.

### END OF ORDER ###

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